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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

General Motors Corp. *et al.*,

Debtors,

Chapter 11

Case No. 09-50026 (REG)

(Jointly administered)

**WITHDRAWAL OF LIMITED OBJECTION OF ZEPPELIN-STIFTUNG AND ZF
FRIEDRICHSHAFEN AG TO THE DEBTOR'S NOTICE OF INTENTION TO ASSUME
AND PROPOSED CURE AMOUNT**

Now come, Zeppelin-Stiftung and ZF Friedrichshafen AG (collectively hereinafter "ZF"), by and through counsel and hereby withdraw their Objection [Docket 683] to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and (II) Cure Costs Related Thereto (the "Notice"), served upon ZF by the Debtors pursuant to this Court's Order (I) Approving Procedures for Sale of Debtors' Assets Pursuant to Master Sale and Purchase Agreement With Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice (the "Order").

1. The Debtors commenced their voluntary Chapter 11 bankruptcy cases on June 1, 2009.
2. On June 2, 2009, the Court entered the Order which set forth the procedures regarding Debtors' assumption and assignment of executory contracts.

3. Pursuant to the Order, the Debtors delivered a Notice dated June 5, 2009 to ZF indicating that the Debtors intend to assume and assign certain of the Debtors' executory contracts with ZF as set forth on the Debtors' secure website.
4. On June 11, 2009 ZF filed its limited Objection to the Notice.
5. ZF and GM have agreed to resolve any disputes regarding the cure amounts in accordance with the Cure Dispute Resolution Process and by this filing ZF withdraws its Objection [Docket 683] to the Notice.

Date: June 22, 2009

Hunter & Schank Co. LPA

/s/ John J. Hunter, Jr.

John J. Hunter, Jr. (0034602)

(Admitted pro hac vice)

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CERTIFICATE OF SERVICE

I hereby certify that on June 22, 2009, I filed, and thereby caused, the *WITHDRAWAL OF LIMITED OBJECTION OF ZEPPELIN-STIFTUNG AND ZF FRIEDRICHSHAFEN AG TO THE DEBTOR'S NOTICE OF INTENTION TO ASSUME AND PROPOSED CURE AMOUNT* to be served via electronic mail upon all parties who receive electronic notice in this case pursuant to the Court's ECF filing system, and further, to the following parties via electronic mail and/or via overnight delivery to the following:

The Debtors

c/o General Motors Corporation

Attn: Warren Command Center, Mailcode 480-206-114

Cadillac Building

30009 Van Dyke Avenue

Warren, MI 48090-9025

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/s/ John J. Hunter, Jr.
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